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INTERSTATE COMMERCE COMMISSION  
PARTIAL RELEASE OF LIEN AND REASSIGNMENT

THIS PARTIAL RELEASE OF LIEN AND REASSIGNMENT dated as of August 17, 1973, by and between UNITED STATES RAILWAY EQUIPMENT CO. (hereinafter called the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY of Chicago (hereinafter called the "Trustee").

WITNESSETH:

WHEREAS, the Company and the Trustee have heretofore executed and delivered to and with each other that certain Agreement and Indenture (Security Agreement) dated as of April 1, 1971 (hereinafter called the "Indenture") pursuant to which the Company, among other things, assigned, transferred and conveyed to Trustee the cars (hereinafter called the "Cars") described in paragraph 1 of Exhibit A attached hereto as partial security for the notes (hereinafter called the "Notes") issued under the Indenture; and

WHEREAS, pursuant to the Indenture and as additional partial security for the Notes the Company, among other things, executed and delivered to and with the Trustee that certain Assignment of Lease and Agreement dated as of April 1, 1971 (hereinafter called the "Assignment") pursuant to which the Company assigned to the Trustee all of the Company's right, title and interest in and to the lease (hereinafter called the "Lease") described in paragraph 2 of Exhibit A; and

WHEREAS, the Indenture and Assignment have each been recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act have been assigned Recordation Nos. 6151 and 5882-A, respectively; and

WHEREAS, the Cars are beyond economic repair and the Company has paid to the Trustee on account thereof an amount equal to the unpaid principal amount of the Notes attributable to these Cars; and

WHEREAS, the Company desires to have the Trustee release the Cars from the lien of the Indenture and to release from the lien of the Assignment any and all rights under the Lease insofar as the same pertains to the Cars.

NOW, THEREFORE, in consideration of the premises and for other good and valuable considerations, and pursuant to the provisions of Section 4.2A of the Indenture, the Trustee hereby releases the Cars from the lien of the Indenture and reassigns to the Company all Trustee's right, title and interest in and to the Cars and the Assignment insofar as the Assignment pertains to the Cars and the Lease thereof, but not otherwise.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY of Chicago, Trustee as aforesaid, has caused this instrument to be executed by its corporate officers thereunto duly authorized as of the 17th day of August, 1973.

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO, as  
Trustee

BY: *J. J. Timmer*  
Vice President

ATTEST: *[Signature]*  
Trust Officer

UNITED STATES RAILWAY EQUIPMENT CO.

BY: *C. Richard Bann*  
VICE President

ATTEST: *[Signature]*  
Assistant Secretary

EXHIBIT A

1. Twenty-two 100-ton gondola cars bearing Car Nos. USEX 22040-22061, both inclusive, leased by Company to Interlake Steel Corporation.

2. Lease dated February 28, 1969 between the Company, as lessor, and Interlake Steel Corporation, as lessee, covering the Cars, recorded with the Interstate Commerce Commission pursuant to Section 20(c) of the Interstate Commerce Act as Recordation No. 5882.

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 18<sup>th</sup> day of JANUARY, 1978 before  
me personally appeared G. O. HINNER  
and J. C. MULL, JR., to me personally known,  
who, being by me duly sworn, say that they are the  
Vice President and Trust Officer of Continental  
Illinois National Bank and Trust Company of Chicago, that  
the seal affixed to the foregoing instrument is the corporate  
seal of said Corporation, that said instrument was signed  
and sealed on behalf of said Corporation by authority of its  
Board of Directors and they acknowledge that the execution of  
the foregoing instrument was the free act and deed of said  
Corporation.

[Signature]  
Notary Public

My Commission Expires: April 26, 1976

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 27<sup>th</sup> day of August, 1973 before  
me personally appeared C. Richard Barney  
and Paul R. Leak, to me personally known,  
who, being by me duly sworn, say that they are the  
Vice President and Asst. Secy. ~~Trust Officer of Continental~~ of United  
States Rail-  
way Equipment  
Co. ~~Illinois National Bank and Trust Company of Chicago~~, that the  
seal affixed to the foregoing instrument is the corporate  
seal of said Corporation, that said instrument was signed  
and sealed on behalf of said Corporation by authority of its  
Board of Directors and they acknowledge that the execution of  
the foregoing instrument was the free act and deed of said  
Corporation.

[Signature]  
Notary Public

My Commission Expires: 6/11/75